

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
: Case No. 05-44481 (RDD)
: :
In re Delphi Corporation, : (Jointly Administered)
: :
: :
: :
Debtors.

-----X
FUJITSU TEN CORP. OF AMERICA (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **JPMORGAN CHASE BANK, N.A.**, its respective successors and assigns ("Assignee") all rights, title and interest in and to the general unsecured claims of Assignor in the principal amount of \$5,111,996.27 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim dated March 15, 2006, which is attached hereto as Exhibit C. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

IN WITNESS WHEREOF, dated the 24th day of March, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee.

By

Name:

Title:


Stanley Lim
Authorized Signatory

Accepted and agreed to as of this 24th date of
March, 2006

FUJITSU TEN CORP. OF AMERICA, as
Assignor

By

Name:

Title:

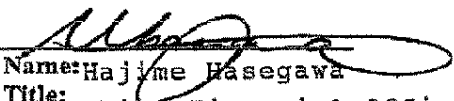
IN WITNESS WHEREOF, dated the 24th day of March, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee

By _____
Name:
Title:

Accepted and agreed to as of this 24th date of
March, 2006

FUJITSU TEN CORP. OF AMERICA, as
Assignor

By 
Name: Hajime Hasegawa
Title: Chief Financial Officer